

NEALE GARY L
Form 4
January 04, 2005

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
NEALE GARY L

(Last) (First) (Middle)
801 E 86TH AVENUE
(Street)

MERRILLVILLE, IN 46410-6272

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
NISOURCE INC/DE [NI]

3. Date of Earliest Transaction (Month/Day/Year)
12/31/2004

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)
Chairman and CEO

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
			Code	V	Amount	(A) or (D)	Price	
Common Stock	12/31/2004		J(1)	V	79.3273	A	\$ 0 1,216,180.3398	D
Common Stock	01/03/2005		D		28,307	D	\$ 0 1,187,873.3398	D
Common Stock	01/03/2005		S		8,940	D	\$ 0 1,178,933.3398	D
Common Stock	12/31/2004		J(2)	V	537.9297	A	\$ 0 12,263.6229	I 401(k) Plan

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474 (9-02)

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount Number Shares
Non Qualified Stock Options	\$ 16.22							11/01/2000	08/22/2005	Common Stock	40,000
Non Qualified Stock Options	\$ 18.44							01/31/2001	01/31/2010	Common Stock	125,000
Non Qualified Stock Options	\$ 18.91							11/01/2000	08/27/2006	Common Stock	50,000
Non Qualified Stock Options	\$ 19.84							01/01/2004	01/01/2013	Common Stock	373,150
Non Qualified Stock Options	\$ 20.64							11/01/2000	08/26/2007	Common Stock	50,000
Non Qualified Stock Options	\$ 21.005							01/25/2003	01/25/2012	Common Stock	194,000
Non Qualified Stock Options	\$ 21.86							01/01/2005	01/01/2014	Common Stock	353,350
Non Qualified Stock Options	\$ 22.22							08/22/2001	08/22/2010	Common Stock	125,000

Non Qualified Stock Options	\$ 22.62	01/03/2005	A	600,000	01/03/2006	01/03/2015	Common Stock	600,000
Non Qualified Stock Options	\$ 24.59				11/01/2000	08/24/2009	Common Stock	50,000
Non Qualified Stock Options	\$ 25.94				01/01/2002	01/01/2011	Common Stock	160,375
Non Qualified Stock Options	\$ 29.22				11/01/2000	08/25/2008	Common Stock	50,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
NEALE GARY L 801 E 86TH AVENUE MERRILLVILLE, IN 46410-6272	X		Chairman and CEO	

Signatures

Gary W. Pottorff, Power of Attorney
01/04/2005
**Signature of Reporting Person Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) Includes shares acquired through the Employee Stock Purchase Plan. Transaction is exempt pursuant to Section 16(a) of the Securities and Exchange Act.
- (2) Includes shares acquired through the NiSource Inc. 401(k) Plan. Transaction is exempt pursuant to Section 16(a) of the Securities and Exchange Act.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.